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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., :
:
Debtors. : Jointly Administered
- - - - - x

**SUPPLEMENTAL ORDER ON DEBTORS' FIFTIETH OMNIBUS OBJECTION
TO CERTAIN ADMINISTRATIVE EXPENSES AND MOTION FOR (I)
AUTHORITY TO SETOFF AGAINST SUCH EXPENSES AND (II) A WAIVER
OF THE REQUIREMENT THAT THE FIRST HEARING ON ANY RESPONSE
PROCEED AS A STATUS CONFERENCE**

THIS MATTER having come before the Court on the

Debtors' Fiftieth Omnibus Objection To Certain

Administrative Expenses And Motion For (I) Authority To

Setoff Against Such Expenses And (II) A Waiver Of The

Requirement That The First Hearing On Any Response Proceed As A Status Conference (the "Objection"),¹ which requested, among other things, that the claims identified on Exhibit C attached to the Objection be reduced as identified on Exhibit C for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and, for the reasons set forth in this Court's Memorandum Opinion and Order dated December 3, 2009,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Objection is GRANTED as to those parties set forth on Exhibit A attached hereto and incorporated herein.

2. The status hearing on the Objection to the claims identified on Exhibit B attached hereto and incorporated herein is hereby adjourned to January 14, 2010 at 2:00 p.m. (Eastern) or until such later time as agreed by the parties or ordered by the Court.

3. The Debtors' are authorized to exercise their setoff rights in order to offset Circuit City's Receivables

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

against each of the Administrative Expenses identified on Exhibit A attached hereto in the manner provided therein.

4. The Administrative Expenses set forth on Exhibit A are reduced as provided in Exhibit A.

5. In the event the Debtors determine that any Administrative Expense set forth in the Objection is overstated, the Debtors' rights to obtain payment of the amount of the Receivable offset against the overstated amount of the Administrative Expense are not waived and are expressly reserved.

6. The Debtors' rights to seek to avoid any transfers under 11 U.S.C. §§ 547, 553 or any other section of the Bankruptcy Code or applicable law with respect to the Claimants are not waived and are expressly reserved.

7. For those parties who filed a response, the requirement that this Court hold a status conference at the first hearing, as set forth in the Omnibus Objection Procedures Order, is hereby waived.

8. To the extent any Receivable remains after the offsets contemplated by the Objection are effectuated, the Debtors' rights to obtain payment of any remaining Receivable, or offset the Receivable against other claims

filed by the Claimants, are not waived and are expressly reserved.

9. The Debtors' rights to amend, modify, or supplement the Objection, to file additional objections to the Administrative Expenses included in the Objection or any other claims that have been or may be asserted against the Debtors on any grounds governing law permits, and to seek reduction of any claim to the extent such claim has been paid, are not waived and are expressly reserved.

10. This Court retains jurisdiction to hear and determine all matters arising from or related to the interpretation or implementation of this Order.

11. The Debtors shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.

Dated: Richmond, Virginia

_____, 2009

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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Counsel to the Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

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EXHIBIT A

CREDITOR'S NAME AND ADDRESS	ASSERTED CLAIM AMOUNT *	DOCKETED DEBTOR	RECEIVABLES
Claim Number: 14354 Date Filed: 06/30/2009 CYBER POWER SYSTEMS USA INC 4241 12TH AVE E STE 400 SHAKOPEE, MN 55370	Docketed Amount: \$163,686.34 Total Receivables: \$305.95 Modified Amount: \$163,380.39	CIRCUIT CITY STORES, INC. (08-35653)	\$0.00
Claim Number: 13277 Date Filed: 06/08/2009 TELEDYNAMICS WENDY WAGNER CONTROLLER 2200 WHELESS LN AUSTIN, TX 78723	Docketed Amount: \$56,480.81 Total Receivables: \$6,168.84 Modified Amount: \$50,311.97	CIRCUIT CITY STORES, INC. (08-35653)	\$0.00

Total Docketed: \$220,167.15

Total Modified: \$213,692.36

* "UNL" denotes an unliquidated claim.

CREDITOR'S NAME AND ADDRESS	ASSERTED CLAIM AMOUNT *	DOCKETED DEBTOR	RECEIVABLES
Claim Number: 13497 Date Filed: 06/25/2009 AUDIOVOX CORPORATION ATTN LORIANN SHELTON 150 MARCUS BLVD HAUPPAUGE, NY 11788	Docketed Amount: \$225,216.88 Total Receivables: \$635,084.04 Modified Amount: \$0.00	CIRCUIT CITY STORES, INC. (08-35653)	\$409,867.16
Claim Number: 14253 Date Filed: 06/30/2009 CYBER POWER SYSTEMS INC WILLIAM J JOANIS ESQ 4241 12TH AVE E STE 400 SHAKOPEE, MN 55370	Docketed Amount: \$2,767.50 Total Receivables: \$7,996.55 Modified Amount: \$0.00	CIRCUIT CITY STORES, INC. (08-35653)	\$5,229.05
Claim Number: 9984 Date Filed: 01/30/2009 CYBERPOWER SYSTEMS USA INC ATTN GEN COUNSEL 4241 12TH AVE E STE 400 SHAKOPEE, MN 55379	Docketed Amount: \$4,923.10 Total Receivables: \$5,229.05 Modified Amount: \$0.00	CIRCUIT CITY STORES, INC. (08-35653)	\$305.95
Claim Number: 13327 Date Filed: 06/11/2009 FUJITSU TEN CORP OF AMERICA ATTN EIKO KUBOTA CYWINSKI 19600 S VERMONT AVE TORRANCE, CA 90502	Docketed Amount: \$52,829.50 Total Receivables: \$1,007,252.55 Modified Amount: \$0.00	CIRCUIT CITY STORES, INC. (08-35653)	\$954,423.05

* "UNL" denotes an unliquidated claim.

CREDITOR'S NAME AND ADDRESS	ASSERTED CLAIM AMOUNT *	DOCKETED DEBTOR	RECEIVABLES
Claim Number: 14015 Date Filed: 06/29/2009 HAUPPAUGE COMPUTER WORKS INC ATTN CONTROLLER 91 CABOT CT HAUPPAUGE, NY 11788	Docketed Amount: \$41,300.00 Total Receivables: \$131,436.80 Modified Amount: \$0.00	CIRCUIT CITY STORES, INC. (08-35653)	\$90,136.80
Claim Number: 14596 Date Filed: 09/04/2009 NYKO TECHNOLOGIES INC ALAN F BROIDY PC LAW OFFICES OF ALAN F BROIDY A PROFESSIONAL CORPORATION 1925 CENTURY PARK E 7TH FL LOS ANGELES, CA 90067-2701	Docketed Amount: \$695,021.60 Total Receivables: \$205,375.78 Modified Amount: \$489,645.82	CIRCUIT CITY STORES, INC. (08-35653)	\$0.00
Claim Number: 13476 Date Filed: 06/17/2009 SIMA PRODUCTS CORPORATION 120 PENNSYLVANIA AVE OAKMONT, PA 15139	Docketed Amount: \$12,387.12 Total Receivables: \$15,138.32 Modified Amount: \$0.00	CIRCUIT CITY STORES, INC. (08-35653)	\$2,751.20
Claim Number: 13130 Date Filed: 03/25/2009 SOUTHPEAK INTERACTIVE, LLC C O WILLIAM H SCHWARZSCHILD III WILLIAMS MULLEN TWO JAMES CENTER 17TH FL 1021 EAST CARY ST RICHMOND, VA 23218-1320	Docketed Amount: \$107,075.52 Total Receivables: \$131,758.31 Modified Amount: \$0.00	CIRCUIT CITY STORES, INC. (08-35653)	\$24,682.79

* "UNL" denotes an unliquidated claim.

CREDITOR'S NAME AND ADDRESS	ASSERTED CLAIM AMOUNT *	DOCKETED DEBTOR	RECEIVABLES
<p>Claim Number: 14251</p> <p>Date Filed: 06/30/2009</p> <p>VONWIN CAPITAL MANAGEMENT LP ATTN ROGER VON SPIEGEL MANAGING DIRECTOR 261 FIFTH AVE 22ND FL NEW YORK, NY 10016-7701</p>	<p>Docketed Amount: \$102,059.64</p> <p>Total Receivables: \$8,420.58</p> <p>Modified Amount: \$93,639.06</p>	<p>CIRCUIT CITY STORES, INC. (08-35653)</p>	<p>\$0.00</p>

Total Docketed: \$1,243,580.86

Total Modified: \$583,284.88

* "UNL" denotes an unliquidated claim.